

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
RICHMOND DIVISION

In re:

CIRCUIT CITY STORES, INC., et al.

Chapter 11  
Case No. 08-35653  
Jointly Administered

Debtor.

Hon. Kevin R. Heunekens, U.S.B.J.

**AMENDED TRANSFER OF CLAIM OTHER THAN FOR  
SECURITY PURSUANT TO FED. R. BANKR. P. 3001(e)(2)  
AND TRANSFEROR'S WAIVER OF NOTICE**

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C. § 1111(a) by Manufacturers and Traders Trust Company, as Trustee (the “Transferor”) and filed on the Claims Register for the above-captioned bankruptcy case. All right, title and interest in and to the claim has been sold and transferred, for other than security, described as follows:

1. Person or entity to whom the claim has been transferred (the “Transferee”):

Name: U.S. Bank National Association Telephone No. (312) 325-8743

Address: U.S. Bank National Association, as Trustee  
209 S. LaSalle Street, Suite 300  
Chicago, Illinois 60604  
Attention: Margaret Drelicharz

2. Date of Transfer of Claim: November 18, 2010

3. Type of Claim: General Unsecured

4. Amount of Claim: Not less than \$1,097,137.72

5. Date of Filing Proof of Claim: April 30, 2009

6. Claim No.: 12727 (the “Claim”)

7. Transferor: Manufacturers and Traders Trust Company, as Trustee  
c/o Hodgson Russ LLP  
Attn: James Thoman, Esq.  
140 Pearl Street, Suite 100  
Buffalo, New York 14202

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: 10/15/10

Dated: \_\_\_\_\_

TRANSFEROR:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

By:   
Nancy L. George  
Vice President

TRANSFeree:

U.S. Bank National Association, a national  
banking association, as successor-in-interest  
to the Federal Deposit Insurance Corporation,  
Receiver for Park National Bank, as Trustee

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

8. A true and correct copy of the Proof of Claim originally filed (without exhibits) is attached hereto as Exhibit A.

**PLEASE TAKE NOTICE** that by its signature below the Transferor hereby waives any notice or hearing requirements provided by Fed. R. Bankr. P. 3001 and hereby stipulates that the transfer of the Claim as set forth above is acknowledged and recognized and that the Transferee is the valid owner of the Claim.

Dated: \_\_\_\_\_

Dated: 10/13/2010

TRANSFEROR:

MANUFACTURERS AND TRADERS  
TRUST COMPANY, AS TRUSTEE

TRANSFeree:

U.S. Bank National Association, a national  
banking association, as successor-in-interest  
to the Federal Deposit Insurance Corporation,  
Receiver for Park National Bank, as Trustee

By: \_\_\_\_\_

Nancy L. George  
Vice President

By: Tracey A. Stu  
Name: TRACEY A. STU  
Title: VICE PRESIDENT

**Date: November 18, 2010**

**Submitted by:**

**MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE**

By: /s/ Jennifer M. McLemore  
Augustus C. Epps, Jr., Esquire (VSB No. 13254)  
Michael D. Mueller, Esquire (VSB No. 38216)  
Jennifer M. McLemore, Esquire (VSB No. 47164)  
CHRISTIAN & BARTON, LLP  
909 E. Main Street, Suite 1200  
Richmond, Virginia 23219-3095  
(804) 697-4129  
(804) 697-6129 (facsimile)

*Counsel for Manufacturers and Traders Trust Company, as Trustee*

# EXHIBIT A

#12727

B 10 (Official Form 10) (12/07)

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA

PROOF OF CLAIM

Debtor against which claim is asserted: (Check only one box below.)

|   |  |   |
|---|--|---|
| <input checked="" type="checkbox"/> Circuit City Stores, Inc. (Case No. 08-35633) | <input type="checkbox"/> CC Distribution Company of Virginia, Inc. (Case No. 08-35659) | <input type="checkbox"/> Abbott Advertising, Inc. (Case No. 08-35665) |
| <input type="checkbox"/> Circuit City Stores West Coast, Inc. (Case No. 08-35654) | <input type="checkbox"/> Circuit City Stores PR, LLC (Case No. 08-35660)               | <input type="checkbox"/> Mayland MN, LLC (Case No. 08-35666)          |
| <input type="checkbox"/> InterTAN, Inc. (Case No. 08-35655)                       | <input type="checkbox"/> Circuit City Properties, LLC (Case No. 08-35661)              | <input type="checkbox"/> Patapsco Designs, Inc. (Case No. 08-35667)   |
| <input type="checkbox"/> Ventoux International, Inc. (Case No. 08-35656)          | <input type="checkbox"/> Orbyx Electronics, LLC (Case No. 08-35662)                    | <input type="checkbox"/> Sky Venture Corporation (Case No. 08-35668)  |
| <input type="checkbox"/> Circuit City Purchasing Company, LLC (Case No. 08-35657) | <input type="checkbox"/> Klaer Technology, LLC (Case No. 08-35663)                     | <input type="checkbox"/> XSStuff, LLC (Case No. 08-35669)             |
| <input type="checkbox"/> CC Aviation, LLC (Case No. 08-35658)                     | <input type="checkbox"/> Courthousel, LLC (Case No. 08-35664)                          | <input type="checkbox"/> PRAHS, INC. (Case No. 08-35670)              |

Name of Creditor (the person or other entity to whom the debtor owes money or property):

Manufacturers and Traders Trust Company, as Trustee

Check this box to indicate that this claim amends a previously filed claim.

Name and address where notices should be sent:

c/o Hodgeson PLLC LLP  
Attn: Deborah J. Piazza, Esq.  
60 East 42nd Street, 37th Floor  
New York, New York 10165

Telephone number: (212) 651-3535

Court Claim Number: \_\_\_\_\_  
(if known)

Filed on: \_\_\_\_\_

Name and address where payment should be sent (if different from above):

Manufacturers and Traders Trust Company, as Trustee  
One M&T Plaza  
Buffalo, New York 14203

Telephone number: (716) 653-7980

Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.

Check this box if you are the debtor or trustee in this case.

5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.

Specify the priority of the claim.

Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  
 Wages, salaries, or commissions (up to \$10,950\*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier — 11 U.S.C. § 507(a)(4).

Contributions to an employee benefit plan — 11 U.S.C. § 507(a)(5).

Up to \$2,425\* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use — 11 U.S.C. § 507(a)(7).

Taxes or penalties owed to governmental units — 11 U.S.C. § 507(a)(8).

Other — Specify applicable paragraph of 11 U.S.C. § 507(a)( ).

Amount entitled to priority: \_\_\_\_\_

\_\_\_\_\_

\*Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.

6. Credit: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or remittance accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

RECEIVED  
APR 30 2009

KURTZMAN CARSON CONSULTANTS

Date:  
April 28, 2009

Signature: the person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.

Manufacturers and Traders Trust Company, as Trustee

By:

Nancy L. George, Vice President, Corporate Trust Department

Penalty for presenting fraudulent claim: Fine of up to \$300,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

Date Stamped Copy Returned  
 No self addressed stamped envelope  
 No copy to return



083565309043000000000041

**EXHIBIT A TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
BURLINGTON, MASSACHUSETTS - STORE NO. 4112**

Manufacturers and Traders Trust Company, as Trustee ("M&T"), submits this Proof of Claim for claims arising in connection with a certain Lease between Circuit City Stores, Inc., as Tenant, and CC Acquisitions L.P., as Landlord, dated November 30, 1993 related to the premises located at Burlington, Massachusetts, Store No. 4112, as more fully-described in the Lease (the "Lease"), which has been assigned to M&T as collateral security in accordance with various related lending and security agreements (the "Claim"). A copy of the Lease is annexed as Exhibit C to this Claim.

On February 19, 2009, the Court entered an Order Under Bankruptcy Code Sections 105, 363 and 365 (I) Approving Bidding and Auction Procedures For Sale of Unexpired Nonresidential Real Property Leases, (II) Setting Sale Hearing Dates, And (III) Authorizing and Approving (A) Sale of Certain Nonresidential Real Property Leases Free And Clear Of All Interest, (B) Assumption And Assignment of Certain Unexpired Nonresidential Real Property Leases and (C) Lease Rejection Procedures (the "Order"), authorizing the Debtors to reject certain unexpired real property leases upon notice to the lessor. On March 5, 2009, the Debtors filed the Notice of Rejection of Unexpired Lease and Abandonment of Personal Property [Docket No. 2434], rejecting the Lease effective as of March 12, 2009.

On March 26, 2009, the Court entered the Stipulation and Order [Docket No. 2762], providing that all rejection damage claims with respect to leases rejected pursuant either to an order of this Court entered on or after March 1, 2009 and prior to April 1, 2009, authorizing the rejection of one or more unexpired leases of nonresidential real property or to a notice given prior to April 1, 2009, pursuant to the Court's February 19, 2009 Order, shall be deemed timely filed if filed on or before April 30, 2009, regardless of whether or not April 30, 2009 is more than thirty days after the applicable notice is given.

Pursuant to sections 502(a) and 502(b)(6) of the Bankruptcy Code, M&T has an aggregate claim in an amount not less than \$1,097,137.72 against the Debtors which represents: (1) rejection damages in the amount of \$960,988.16; (2) prepetition claims in the present amount of \$121,502.58; and (3) actual damages under the lease in the present amount of \$14,646.98. A detailed analysis and calculation of the Claim is annexed as Exhibit B.

M&T reserves the right to amend and/or supplement this Claim at any time and in any manner and/or to file additional proofs of claim for any additional amounts and/or claims that may be based on information not yet known, or the same or additional documents or grounds of liability, including, but not limited to, additional administrative expenses arising after the petition date.

This Claim is filed to protect M&T from forfeiture of any claim it may have. Filing of this Claim is not (a) a waiver or release of M&T's rights, claims or defenses against any person, entity or property; (b) a waiver or release of M&T's right to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Judge; (c) a consent by M&T to the jurisdiction of this Court for any purpose other than with respect to this Claim; (d) an election of remedy; (e) a waiver or release of any rights which M&T may have to a jury trial; or (f) a waiver of the right to move to withdraw the reference with respect to the subject matter of this Claim, any objection thereto or any other proceedings which may be commenced in these cases against or otherwise involving M&T, including without limitation, any adversary proceeding that was or may be commenced by any party or committee in this case.

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**EXHIBIT B TO PROOF OF CLAIM FILED BY  
MANUFACTURERS AND TRADERS TRUST COMPANY, AS TRUSTEE  
BURLINGTON, MASSACHUSETTS (STORE NO. 4112)**

**Claim Analysis and Calculation**

**Lease between Circuit City Stores, Inc. and CC Acquisitions L.P., dated Nov. 30, 1993  
Store No. 4112 - Burlington, Massachusetts - 84 Middlesex Turnpike 01803**

| <b>Claim for Rejection Damages under 11 U.S.C. 502(b)(6)</b>     |                          |
|--|--------------------------|
| Total rent reserved through end of term (89 months):             | \$6,406,587.72           |
| Fifteen percent of total rent reserved (above):                  | 960,988.16               |
| Rent reserved for one year from Petition Date:                   | 863,809.58               |
| <b>Subtotal of Rejection Damages Claim (greater of the two):</b> |                          |
|  | <b>\$960,988.16</b>      |
| <b>Prepetition Claim</b>   |                          |
| Prepetition Rent Outstanding (10/1/08 - 11/9/08):                | \$85,637.50              |
| Prepetition Taxes Outstanding:                                   | 35,865.08                |
| Prepetition Common Area Maintenance Outstanding:                 | To be determined ("TBD") |
| <b>Subtotal of Prepetition Claim:</b>                            |                          |
|  | <b>\$121,502.58</b>      |
| <b>Damages Under Lease</b>                                       |                          |
| Trustee Fees:  | \$3,943.73               |
| Trustee's Attorneys Fees <sup>1</sup> :                          | 10,703.25                |
| Insurance:   | TBD                      |
| Broker Opinion:  | TBD                      |
| Environmental:   | TBD                      |
| Appraisal Fee:   | TBD                      |
| Landlord's Legal Costs:  | TBD                      |
| HVAC Repair:   | TBD                      |
| Inspection Fees:   | TBD                      |
| HVAC Inspection:   | TBD                      |
| Sign Removal:  | TBD                      |
| Re-key:  | TBD                      |
| <b>Subtotal of Damages Under Lease:</b>                          |                          |
|  | <b>\$14,646.98</b>       |
| <b>TOTAL PROOF OF CLAIM:</b>                                     |                          |
|  | <b>\$1,097,137.72</b>    |

<sup>1</sup> M&T reserves its right to amend and/or supplement this Claim at any time to reflect additional attorneys' fees incurred. Further, a portion of the attorneys' fees included herein may constitute an administrative expense amount and nothing set forth herein shall preclude M&T from asserting such amounts as part of an administrative expense claim.